

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

LORELEY FINANCING (JERSEY) NO. 3
LIMITED; LORELEY FINANCING (JERSEY)
NO. 5 LIMITED; LORELEY FINANCING
(JERSEY) NO. 15 LIMITED; LORELEY
FINANCING (JERSEY) NO. 28 LIMITED; and
LORELEY FINANCING (JERSEY) NO. 30
LIMITED,

Plaintiffs,

- v -

WELLS FARGO SECURITIES, LLC; WELLS
FARGO SECURITIES INTERNATIONAL
LIMITED; WELLS FARGO BANK, N.A.;
HARDING ADVISORY LLC; STRUCTURED
ASSET INVESTORS, LLC; OCTANS II CDO
LTD; OCTANS II CDO LLC; SAGITTARIUS
CDO I LTD; SAGITTARIUS CDO I LLC;
LONGSHORE CDO FUNDING 2007-3, LTD.; and
LONGSHORE CDO FUNDING 2007-3 LLC,

Defendants.

No. 12-CV-3723 (RJS)

ECF Case

**DECLARATION OF
DAVID M. MAX IN
SUPPORT OF
PLAINTIFFS'
OPPOSITION TO
DEFENDANTS'
MOTION TO DISMISS
THE COMPLAINT**

I, DAVID M. MAX, make this Declaration pursuant to 28 U.S.C. § 1746 and state the following under penalty of perjury:

1. I am an associate of the law firm Kasowitz, Benson, Torres & Friedman, LLP, located at 1633 Broadway, New York, New York 10019, counsel for Plaintiffs Loreley Financing (Jersey) No. 3 Ltd., Loreley Financing (Jersey) No. 5 Ltd., Loreley Financing (Jersey) No. 6 Ltd., Loreley Financing (Jersey) No. 15 Ltd., Loreley Financing (Jersey) No. 28 Ltd., and Loreley Financing (Jersey) No. 30 Ltd., in the above-captioned matter. I submit this declaration in support of Plaintiffs' Opposition to the Defendants' Motion to Dismiss the Complaint, dated July 31, 2012.

2. Annexed hereto as Exhibit A is a true and correct copy of excerpts of the Offering Circular for Octans II CDO, dated October 12, 2006.

3. Annexed hereto as Exhibit B is a true and correct copy of excerpts of the Offering Circular for Sagittarius CDO I, dated March 12, 2007.

4. Annexed hereto as Exhibit C is a true and correct copy of excerpts of the Offering Circular for Longshore CDO Funding 2007-3, dated April 25, 2007.

5. Annexed hereto as Exhibit D is a true and correct copy of excerpts of the following marketing documents:

- a. The Marketing Book for Octans II CDO, dated August 2006.
- b. The Term Sheet for Sagittarius CDO I, dated February 2007.
- c. The Term Sheet for Longshore CDO Funding 2007-3, dated March 2007.

6. Annexed hereto as Exhibit E is a true and correct copy of excerpts of the complaint in *Chau v. Lewis*, No. 11-CV-1333 (GBD) (S.D.N.Y.).

7. Annexed hereto as Exhibit F is a true and correct copy of excerpts of the Memorandum in Support of Defendants Michael Lewis and W.W. Norton & Company, Inc.'s Motion for Summary Judgment in *Chau v. Lewis*.

8. Annexed hereto as Exhibit G is a true and correct copy of excerpts of the Memorandum of Law in Support of Steven Eisman's Motion for Summary Judgment in *Chau v. Lewis*.

9. Annexed hereto as Exhibit H is a true and correct copy of a press release dated July 19, 2012, titled "Brenizer and Cheney Join Wells Fargo Securities' Industrials Investment Banking Group." The press release is available on Wells Fargo's website at the URL

https://www.wellsfargo.com/press/2012/20120719_BrenizerandCheneyJoinWFS (accessed on September 10, 2012).

10. Annexed hereto as Exhibit I is a true and correct copy of a list of the “international locations” of Wells Fargo Securities, posted on Wells Fargo’s website at the URL https://www.wellsfargo.com/com/securities/international_locations (accessed on September 10, 2012).

11. Annexed hereto as Exhibit J is a true and correct copy of excerpts of the Statement of Financial Condition, for Wells Fargo Securities LLC, dated December 31, 2011.

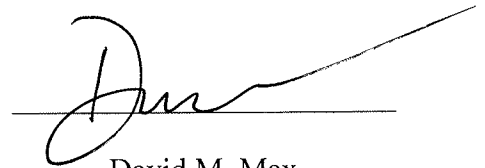
12. Annexed hereto as Exhibit K is a true and correct copy of excerpts of the “FSA Remuneration Disclosures” of Wells Fargo Securities International Limited, dated December 31, 2011. The document is available on Wells Fargo’s website at the URL <https://www.wellsfargo.com/downloads/pdf/com/international/UKRemunerationDisclosure.pdf> (accessed September 10, 2012)

13. Annexed hereto as Exhibit L is a true and correct copy of excerpts from:

- a. The Prospectus Supplement for an issue of common stock in Kodiak Oil & Gas Corporation, dated November 14, 2011.
- b. The Prospectus Supplement for an issue of common stock in Schottenstein Realty Trust, Inc. dated May 2, 2011.
- c. The Prospectus Supplement for an issue of common units of Suburban Propane Partners, L.P., dated August 7, 2012.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on September 14, 2012



David M. Max